

EXHIBIT B

[Christina Brown Declaration (35 Pages)]

1 GEORGE A. RILEY (Bar No. 118304)
griley@omm.com
2 MICHAEL F. TUBACH (Bar No. 145955)
mtubach@omm.com
3 CHRISTINA J. BROWN (Bar No. 242130)
cjbrown@omm.com
4 O'MELVENY & MYERS LLP
Two Embarcadero Center, 28th Floor
5 San Francisco, CA 94111-3823
Telephone: (415) 984-8700
6 Facsimile: (415) 984-8701

7 Attorneys for Defendant Apple Inc.

8
9 **UNITED STATES DISTRICT COURT**
10 **NORTHERN DISTRICT OF CALIFORNIA**
11 **SAN JOSE DIVISION**
12

13 IN RE HIGH-TECH EMPLOYEE
14 ANTITRUST LITIGATION

15 THIS DOCUMENT RELATES TO:
16 ALL ACTIONS

Master Docket No. 11-CV-2509-LHK

**DECLARATION OF CHRISTINA BROWN
IN SUPPORT OF DEFENDANTS'
OPPOSITION TO PLAINTIFFS' MOTION
FOR CLASS CERTIFICATION**

Date: January 17, 2013
Time: 1:30 pm
Courtroom: 8, 4th Floor
Judge: The Honorable Lucy H. Koh

1 I, Christina Brown, declare as follows:

2 1. I am a member of the Bar of the State of California and a counsel of the law firm
3 of O'Melveny & Myers LLP, attorneys for Defendant Apple Inc. I submit this declaration in
4 support of Defendants' Opposition to Plaintiffs' Motion for Class Certification. I make this
5 declaration based on my own personal knowledge. If called to testify as a witness, I could and
6 would do so competently.

7 **Deposition Testimony**

8 2. Attached hereto as Exhibit 1 is a true and correct copy of transcript excerpts from
9 the deposition of Dr. Edward Leamer.

10 3. Attached hereto as Exhibit 2 is a true and correct copy of transcript excerpts from
11 the deposition of named Plaintiff Michael Devine.

12 4. Attached hereto as Exhibit 3 is a true and correct copy of transcript excerpts from
13 the deposition of named Plaintiff Mark Fichtner.

14 5. Attached hereto as Exhibit 4 is a true and correct copy of transcript excerpts from
15 the deposition of named Plaintiff Siddharth Hariharan.

16 6. Attached hereto as Exhibit 5 is a true and correct copy of transcript excerpts from
17 the deposition of named Plaintiff Brandon Marshall.

18 7. Attached hereto as Exhibit 6 is a true and correct copy of transcript excerpts from
19 the deposition of named Plaintiff Daniel Stover.

20 8. Attached hereto as Exhibit 7 is a true and correct copy of transcript excerpts from
21 the deposition of Jeff Vijungco.

22 9. Attached hereto as Exhibit 8 is a true and correct copy of transcript excerpts from
23 the deposition of Mark Bentley.

24 **Interrogatory Responses**

25 10. Attached hereto as Exhibit 9 is a true and correct copy of Plaintiff Michael
26 Devine's Supplemental Answers and Objections to Defendants' First Set of Interrogatories.

27 11. Attached hereto as Exhibit 10 is a true and correct copy of Plaintiff Mark
28 Fichtner's Supplemental Answers and Objections to Defendants' First Set of Interrogatories.

12. Attached hereto as Exhibit 11 is a true and correct copy of Plaintiff Siddharth Hariharan's Supplemental Answers and Objections to Defendants' First Set of Interrogatories.

13. Attached hereto as Exhibit 12 is a true and correct copy of Plaintiff Brandon Marshall's Supplemental Answers and Objections to Defendants' First Set of Interrogatories.

14. Attached hereto as Exhibit 13 is a true and correct copy of Plaintiff Daniel Stover's Supplemental Answers and Objections to Defendants' First Set of Interrogatories.

Declarations

15. Attached hereto as Exhibit 14 is a true and correct copy of the Declaration of Donna Morris of Adobe Systems Inc. in Support of Defendants' Opposition to Plaintiffs' Motion for Class Certification.

16. Attached hereto as Exhibit 15 is a true and correct copy of the Declaration of Jeff Vjungco of Adobe Systems Inc. in Support of Defendants' Opposition to Plaintiffs' Motion for Class Certification.

17. Attached hereto as Exhibit 16 is a true and correct copy of the Declaration of Steven Burmeister in Support of Defendants' Opposition to Plaintiffs' Motion for Class Certification.

18. Attached hereto as Exhibit 17 is a true and correct copy of the Declaration of Danny McKell in Support of Defendants' Opposition to Plaintiffs' Motion for Class Certification.

19. Attached hereto as Exhibit 18 is a true and correct copy of the Declaration of Tina M. Evangelista in Support of Defendants' Opposition to Plaintiffs' Motion for Class Certification.

20. Attached hereto as Exhibit 19 is a true and correct copy of the Declaration of Mason Stubblefield.

21. Attached hereto as Exhibit 20 is a true and correct copy of the Declaration of Chris Galy.

22. Attached hereto as Exhibit 21 is a true and correct copy of the Declaration of Frank Wagner in Support of Defendants' Opposition to Plaintiffs' Motion for Class Certification.

23. Attached hereto as Exhibit 22 is a true and correct copy of the Declaration of Michelle Maupin in Support of Defendants' Opposition to Plaintiffs' Motion for Class

1 Certification.

2 24. Attached hereto as Exhibit 23 is a true and correct copy of the Declaration of Lori
3 McAdams in Support of Defendants' Opposition to Plaintiffs' Motion for Class Certification.

4 25. Attached hereto as Exhibit 24 is a true and correct copy of the Declaration of
5 Rosemary Arriada-Keiper in Support of Defendants' Opposition to Plaintiffs' Motion for Class
6 Certification.

7 **Documents**

8 25. Attached hereto as Exhibit 25 is a true and correct copy of the document produced
9 by Google with Bates number GOOG-HIGH TECH-00038391.

10 26. Attached hereto as Exhibit 26 is a true and correct copy of the document produced
11 by Intel with Bates number 76597DOC000068.

12 27. Attached hereto as Exhibit 27 is a true and correct copy of the document produced
13 by Intel with Bates number 76512DOC000671.

14
15 I declare under penalty of perjury under the laws of the United States that the above is true
16 and correct. Executed on November 12, 2012, in San Francisco, California.

17
18 By: /s/ Christina Brown
19 Christina Brown

EXHIBITS 1-6
FILED UNDER SEAL

EXHIBITS 8-15
FILED UNDER SEAL

EXHIBIT 16

1 GEORGE A. RILEY (Bar No. 118304)
griley@omm.com
2 MICHAEL F. TUBACH (Bar No. 145955)
mtubach@omm.com
3 CHRISTINA J. BROWN (Bar No. 242130)
cjbrown@omm.com
4 O'MELVENY & MYERS LLP
Two Embarcadero Center, 28th Floor
5 San Francisco, CA 94111-3823
Telephone: (415) 984-8700
6 Facsimile: (415) 984-8701

7 Attorneys for Defendant Apple Inc.

8
9 **UNITED STATES DISTRICT COURT**
10 **NORTHERN DISTRICT OF CALIFORNIA**
11 **SAN JOSE DIVISION**
12

13 IN RE HIGH-TECH EMPLOYEE
14 ANTITRUST LITIGATION

15 THIS DOCUMENT RELATES TO:
16 ALL ACTIONS

Master Docket No. 11-CV-2509-LHK

**DECLARATION OF STEVEN
BURMEISTER IN SUPPORT OF
DEFENDANTS' OPPOSITION TO
PLAINTIFFS' MOTION FOR CLASS
CERTIFICATION**

17 Date: January 17, 2013
18 Time: 1:30 p.m.
19 Courtroom: 8, 4th Floor
20 Judge: Honorable Lucy H. Koh
21
22
23
24
25
26
27
28

Exhibit A

EXHIBIT 17
FILED UNDER SEAL

EXHIBIT 18

1 BINGHAM MCCUTCHEN LLP
DONN P. PICKETT (SBN 72257)
2 FRANK M. HINMAN (SBN 157402)
SUJAL J. SHAH (SBN 215230)
3 FRANK BUSCH (SBN 258288)
Three Embarcadero Center
4 San Francisco, CA 94111-4067
Telephone: 415.393.2000
5 Facsimile: 415.393.2286
donn.pickett@bingham.com
6 frank.hinman@bingham.com
sujal.shah@bingham.com
7 frank.busch@bingham.com

8 Attorneys for Defendant
Intel Corporation
9

UNITED STATES DISTRICT COURT
10
NORTHERN DISTRICT OF CALIFORNIA
11
SAN JOSE DIVISION
12

13 IN RE: HIGH-TECH EMPLOYEE
14 ANTITRUST LITIGATION

Master Docket No. 11-CV-2509-LHK

15 THIS DOCUMENT RELATES TO:

**DECLARATION OF TINA M.
EVANGELISTA IN SUPPORT OF
OPPOSITION TO CLASS CERTIFICATION**

16 ALL ACTIONS
17
18
19
20
21
22
23
24
25
26
27
28

Date Consolidated Amended Compl. Filed:
September 13, 2011

1 I, Tina M. Evangelista, declare:

2 1. I am a Staffing Controls and Compliance Manager in the Enterprise Talent
3 Organization at Intel Corporation. I have been employed by Intel for 17 years. I have personal
4 knowledge of the matters stated in this declaration. I make this declaration in support of
5 Defendants' Opposition to Motion for Class Certification. If called and sworn as a witness, I
6 could and would competently testify to the matters stated below.

7 2. I understand that the Plaintiffs in this case have asserted that Intel's compensation
8 for most of its employees (apart from retail employees, corporate officers, members of the board
9 of directors, and senior executives) was suppressed below competitive levels due to certain
10 bilateral agreements to limit cold-calling during the alleged class period of 2005-09. In my role
11 as Staffing Controls and Compliance Manager, I am generally familiar with the process by which
12 Intel recruited and hired its employees before, during, and since that time. The statements below
13 are descriptive of Intel's recruiting practices during the alleged class period, and in most cases
14 extend before and after that period.

15 [REDACTED]

16 [REDACTED]

17 [REDACTED]

18 [REDACTED]

19 [REDACTED]

20 [REDACTED]

21 [REDACTED]

22 [REDACTED]

23 [REDACTED]

24 [REDACTED]

25 [REDACTED]

26 [REDACTED]

27 [REDACTED]

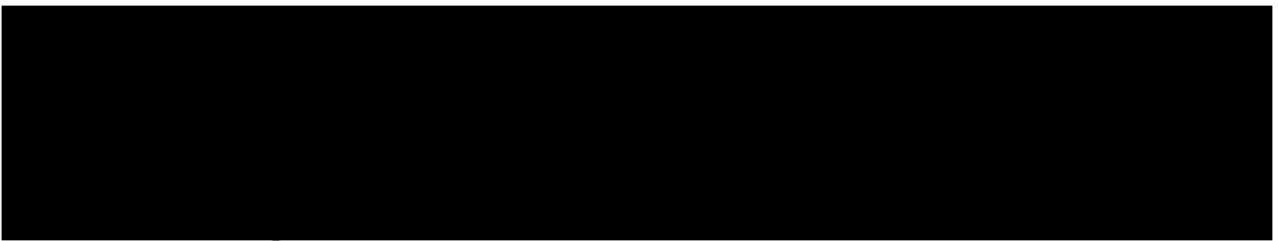
1 [REDACTED]
2 [REDACTED]
3 [REDACTED]
4 [REDACTED]
5 [REDACTED]
6 [REDACTED]
7 [REDACTED]
8 [REDACTED]
9 [REDACTED]

10 6. Attached at Exhibits A-E are true and correct copies of the sections of Intel's 10-
11 K filings identifying its industry competitors from 2005 through 2009. No Defendant in this
12 action was listed as an industry competitor. To the contrary, Intel identified the following
13 companies as competitors: Advanced Micro Devices, Inc., Applied Micro Circuits Corp., ARM
14 Limited, Atheros Communications, Inc., ATI Technologies, Inc., Broadcom Corp., Freescale
15 Semiconductor, Inc., Hynix Semiconductor Inc., International Business Machines Corp., Marvell
16 Technology Group Ltd., Micron, NMS Communications Corp., Numonyx B.V., NVIDIA Corp.,
17 OpNext, Inc., QUALCOMM Inc., Samsung Electronics Co., Ltd., SanDisk Corp., Silicon
18 Integrated Systems Corporation, Sony Corporation, Spansion Inc., STMicroelectronics NV, Sun
19 Microsystems, Inc., Texas Instruments Incorporated, Toshiba Corporation, Transmeta
20 Corporation, and VIA Technologies, Inc.

21 [REDACTED]
22 [REDACTED]
23 [REDACTED]
24 [REDACTED]
25 [REDACTED]
26 [REDACTED]
27 [REDACTED]

1 [REDACTED]
2 [REDACTED]
3 [REDACTED]
4 [REDACTED]
5 [REDACTED]
6 [REDACTED]
7 [REDACTED]
8 [REDACTED]
9 [REDACTED]
10 [REDACTED]
11 [REDACTED]
12 [REDACTED]
13 [REDACTED]
14 [REDACTED]
15 [REDACTED]
16 [REDACTED]
17 [REDACTED]
18 [REDACTED]
19 [REDACTED]
20 [REDACTED]
21 [REDACTED]
22 [REDACTED]
23 [REDACTED]
24 [REDACTED]
25 [REDACTED]
26 [REDACTED]
27 [REDACTED]
28

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28



11. I declare under penalty of perjury that the foregoing is true and correct. Executed in Phoenix, Arizona, on November 12, 2012.

A handwritten signature in dark ink, consisting of a series of loops and a long horizontal stroke, positioned above a horizontal line.

Tina M. Evangelista

Exhibits F through H filed under seal

EXHIBIT 19-22
FILED UNDER SEAL

EXHIBIT 23

1 ROBERT T. HASLAM (S.B. #71134)
rhaslam@cov.com
2 EMILY JOHNSON HENN (S.B. #269482)
ehenn@cov.com
3 COVINGTON & BURLING LLP
333 Twin Dolphin Dr., Suite 700
4 Redwood Shores, CA 94065
Telephone: (650) 632-4700
5 Facsimile: (650) 632-4800

6 DEBORAH A. GARZA (*pro hac vice*)
dgarza@cov.com
7 CHINUE T. RICHARDSON (*pro hac vice*)
crichardson@cov.com
8 COVINGTON & BURLING LLP
1201 Pennsylvania Avenue, NW
9 Washington, DC 20004
Telephone: (202) 662-6000
10 Facsimile: (202) 662-6291

11 Attorneys for Defendant
12 PIXAR

13 UNITED STATES DISTRICT COURT
14 NORTHERN DISTRICT OF CALIFORNIA
15 SAN JOSE DIVISION

16 IN RE: HIGH-TECH EMPLOYEE
17 ANTITRUST LITIGATION

18 THIS DOCUMENT RELATES TO:
19 ALL ACTIONS

Case No. 3:11-cv-2509-LHK

**DECLARATION OF LORI MCADAMS IN
SUPPORT OF DEFENDANTS'
OPPOSITION TO PLAINTIFFS' MOTION
FOR CLASS CERTIFICATION**

Date: January 17, 2013
Time: 1:30 p.m.
Courtroom: 8, 4th Floor
Judge: Hon. Lucy H. Koh

Date Consol. Amended Compl. Filed:
May 4, 2011

Trial Date: Nov. 12, 2013

1 I, Lori McAdams, state and declare as follows:

2 1. I am the Vice President of Human Resources and Administration at Pixar
3 Animation Studios (hereinafter "Pixar"), one of the defendants in the above-captioned action. I
4 make this declaration in support of Defendants' Opposition to Plaintiffs' Motion for Class
5 Certification. Except where expressly stated, I have knowledge of the facts set forth herein, and if
6 called to testify as a witness thereto, could do so competently under oath. Except where expressly
7 stated, the statements in this declaration relate only to Pixar's employees in the United States.

8 2. I have worked at Pixar since April 2004. In my position as Vice President of
9 Human Resources and Administration at Pixar, I have become familiar and am familiar with
10 Pixar's compensation policies, practices, and procedures. I participate in the establishment of
11 compensation policies and budgets for Pixar employees.

12 **A. Pixar's business and workforce**

13 3. Pixar is an Academy Award-winning film studio with world-renowned technical,
14 creative, and production capabilities in the art of computer-generated animation. Pixar's primary
15 line of business is making computer-generated animated films. Pixar also licenses its industry-
16 standard RenderMan computer graphics rendering software for the creation of visual effects.

17 4. Pixar employs a highly-diverse work force, some with highly specialized skill sets.

18 5. As of December 31, 2009, Pixar had 439 FLSA-exempt, non-retail employees who
19 fell into 171 separate job titles. These numbers have varied over the years but were roughly in the
20 same ballpark from 2005-2009, the period during which I understand that the Plaintiffs in this
21 case have asserted Pixar's compensation was suppressed below competitive levels.

22 **B. Pixar's compensation policies**

23 6. When I started at Pixar in April 2004, Pixar was a public company. The elements
24 of compensation for Pixar employees included an equity-based long term incentive program, base
25 salary, film bonuses, and benefits. In May 2006, Pixar was acquired by The Walt Disney
26 Company ("TWDC") and became a wholly-owned subsidiary of TWDC. Following Pixar's
27 acquisition by TWDC, in January 2009, Pixar converted its long-term incentive compensation
28 program to a cash-based program. From January 2009 forward, the common elements of

1 employee compensation at Pixar have been base salary, long-term-incentive cash grants, cash
2 film bonuses awarded based on the success of Pixar's films, and benefits.

3 **1. Base salary and use of market survey data**

4 7. [REDACTED]

5 [REDACTED]
6 [REDACTED]
7 [REDACTED]
8 [REDACTED]
9 8. Each position at Pixar has a salary range. Throughout my tenure at Pixar, we have
10 relied primarily on consultant-conducted benchmarking surveys to set base salary ranges.

11 9. [REDACTED]

12 [REDACTED]
13 [REDACTED]
14 [REDACTED]
15 [REDACTED]
16 [REDACTED]
17 [REDACTED]
18 10. For as long as I have worked at Pixar, a particular employee's compensation level
19 within a base salary range has been dependent on that employee's experience and performance
20 level. [REDACTED]

21 [REDACTED]
22 [REDACTED]
23 [REDACTED]
24 [REDACTED]
25 11. For example, Pixar has employed technical directors ("TDs"), who work with
26 Pixar's proprietary software tools that are used in making Pixar films. [REDACTED]

27 [REDACTED] Individual TDs may move to higher salary ranges as they become more
28 experienced if they do consistent, high-quality work, or if they take on more responsibility.

1 12. During my entire tenure at Pixar, we have relied on two salary surveys for
2 information about salary ranges at other companies for specific jobs for which benchmarking is
3 available (excluding positions like Pixar's kitchen staff and sketch artists).

4 13. First, Radford survey data has been Pixar's primary data source for salary ranges
5 for Pixar's RenderMan team of software engineers, for information technology positions, for
6 software engineers working on Pixar's proprietary software, and for business positions, including
7 finance, legal, human resources, administrative employees, and facilities positions. Using the
8 Radford survey, Pixar has benchmarked compensation for these positions against salary data
9 collected from companies that are included in Radford's report. Since 2007, Pixar has
10 benchmarked its compensation against companies in Radford's San Francisco Bay Area report.
11 This year, I understand that this report included salary data from over 350 companies. I
12 understand that the report included data from hundreds of companies in prior years as well.

13 14. Second, Pixar has used nationwide data from the Croner Animation and Visual
14 Effects survey to determine compensation ranges in the animation and visual effects industry for
15 production and creative positions. Using the Croner survey, Pixar has benchmarked
16 compensation for these positions against other film studios.

17 15. Pixar has evaluated its base salary ranges each year. Salary information obtained
18 by employees who were "cold-called" has not been considered when analyzing market
19 compensation. Instead, the Human Resources Department provided each Pixar manager with
20 survey-related data for relevant positions and a salary increase pool. Managers then
21 recommended salary increases for individual employees within their department, and Pixar's
22 senior management team approved the final salary levels. The pools available for base salary
23 increases have been fixed, so that a raise awarded to one employee necessarily meant that less
24 money was available for other employees.

25 **2. Long-term incentive program**

26 16. From April 2004 through December 2008, Pixar had an equity-based long-term
27 incentive program. Through that program, employees were awarded stock option grants on a
28 yearly basis. The pool of stock option grants was set once a year at a company-wide level. Each

1 department manager was then given a set amount to allocate among the employees within his or
2 her department. Managers recommended grants for each employee, and senior management
3 signed off on final stock option grants to each employee.

4 17. In January 2009, Pixar converted its long-term incentive program to a cash-based
5 program. Long-term incentive grants have since been awarded per film (currently annually) out
6 of a pool that is determined based on the profitability of the film. [REDACTED]

7 [REDACTED] For each level, Pixar targets a percentage of base salary that will be
8 available in the form of long-term incentive cash grants. Managers are provided with a set pool
9 to allocate among employees in their departments and use their discretion within parameters to
10 recommend awards based in part on an employees' performance. After the managers recommend
11 allocations within their department, Pixar's senior management team reviews and signs off on the
12 final cash grants.

13 3. Film bonus program

14 18. For as long as I have worked at Pixar, we have also had a film bonus program.
15 After a film was released and the company was able to assess its profitability, if the film was
16 profitable, Pixar paid a film bonus to every employee of the company. The bonus amount was
17 determined based on the film's success, and for most employees it was set as a percentage of
18 salary, calculated to equal a certain number of weeks of pay. Film bonuses were typically paid
19 approximately four weeks after the film's DVD release, which occurred about five months after
20 the film's theatrical release. Since 2006, Pixar has released its feature films in the summer and
21 has paid bonuses before the end of each calendar year. Once the bonus amount was determined,
22 expressed in a certain number of weeks of pay, almost every employee -- from the president to
23 the receptionist -- received a bonus equivalent to that set number of weeks of pay. The amount
24 was pro-rated for employees who had worked at Pixar for less than a year, and the newest
25 employees (and temps) received a small, fixed amount.

26 C. How Pixar sets compensation for new hires

27 19. During my tenure at Pixar, when Pixar has hired a new employee, Human
28 Resources has worked with the manager of the relevant department to determine what job

1 category and salary range will apply to the new employee. If the position was a new position, the
2 manager determined the appropriate salary range based on (a) a comparison with existing
3 positions and employees; and (b) the relevant external survey data set forth above. The recruiter
4 would consult with the manager before making an offer to a specific candidate, after the
5 candidate had been interviewed and his or her qualifications assessed by the relevant department.
6 In determining what salary to offer a candidate, the manager and recruiter considered the salary
7 range for the position and the candidate's skills and experience.

8 20. During the time I have worked at Pixar, we have strived to provide what we
9 believe is an appropriate and best offer to candidates, rather than a lower offer that was subject to
10 negotiation. After Pixar made an offer, if a candidate asked for a higher base salary, Pixar usually
11 declined to raise the offer. Rather than raise the base salary offered to the candidate, Pixar
12 worked to educate the candidate about the total compensation and benefits package available at
13 Pixar, including the long-term incentive program, the film bonus program, and Pixar's other
14 benefits, including health and life insurance, child care, 401(k) plan, vacation and holiday pay,
15 and perquisites including parties, screenings, in-house educational opportunities, and campus
16 facilities such as the gym, pool, basketball court, and soccer field.

17 **D. Adjustments to base salary and long-term incentive cash grants**

18 21. Since at least the fall of 2004, Pixar has evaluated its base salary ranges in the fall
19 of each year. Managers send to my department their recommendations for base salary increases
20 and long-term incentive grants for the employees in their respective departments before the
21 December holidays. Along with senior management, I then review the managers'
22 recommendations. We set final base salaries and long-term incentive cash grants for each
23 employee in January. We communicate the information to employees in late February or early
24 March, and the new base salary levels go into effect retroactive to January 1st.

25 22. It has been rare for Pixar to award an out-of-cycle base salary raise to an
26 incumbent employee. There have been few instances in which an out-of-cycle base salary
27 increase has been awarded, and in each instance it was awarded to a single employee, within that
28 employee's base salary range, rather than to all employees who held that position. It has been

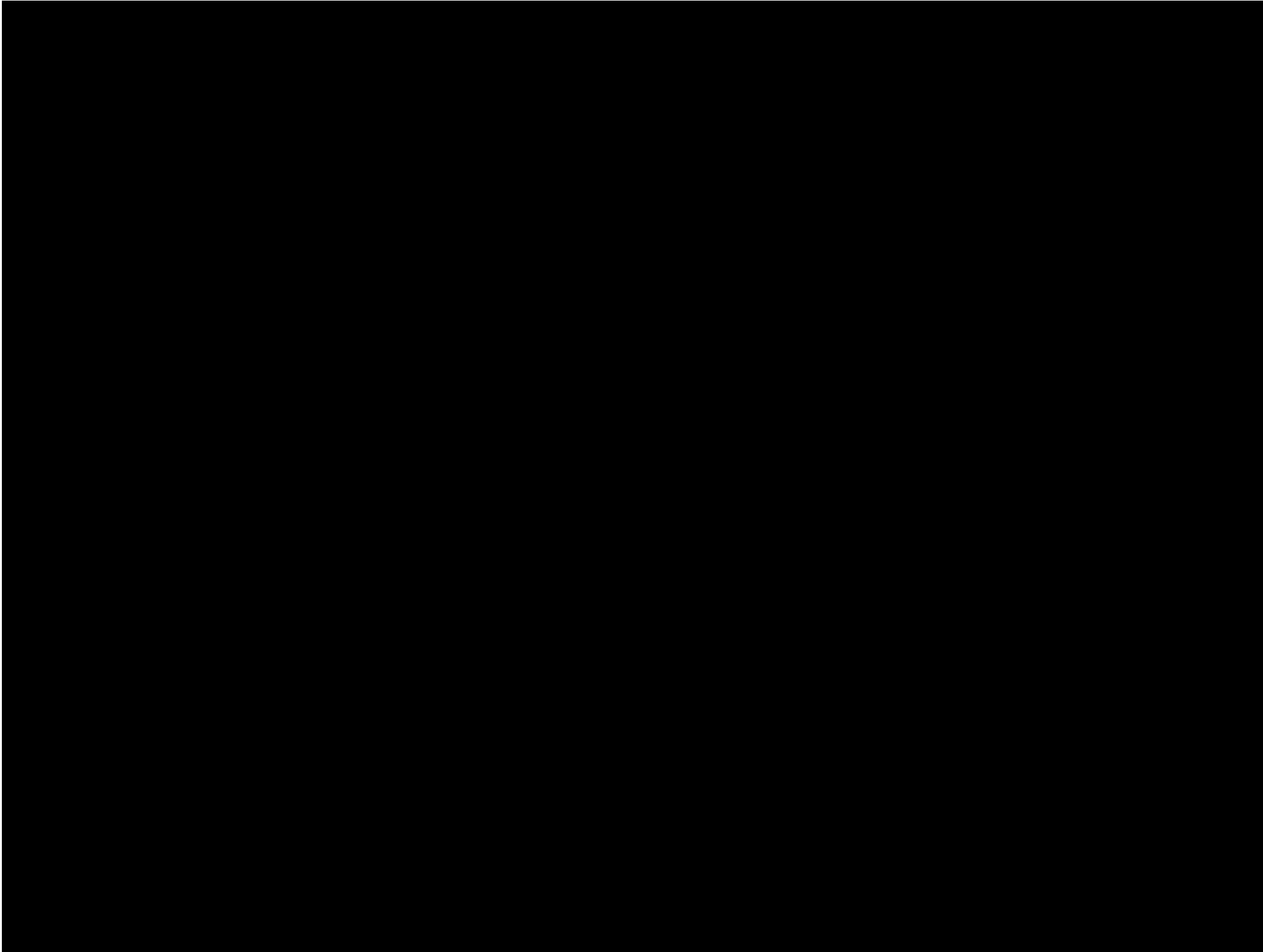
1 more common, but still unusual, for Pixar to award a performance bonus out-of-cycle. This has
2 happened when an employee performs a job that is above his or her level; for example, a
3 coordinator steps into a role as a leader of a group because the leader was out on leave. In these
4 circumstances, Pixar has given the employee a bonus at the end of the period in which she
5 stepped into that role to recognize and thank her for her role. These out-of-cycle performance
6 bonuses have been paid on average approximately 20 times per year.

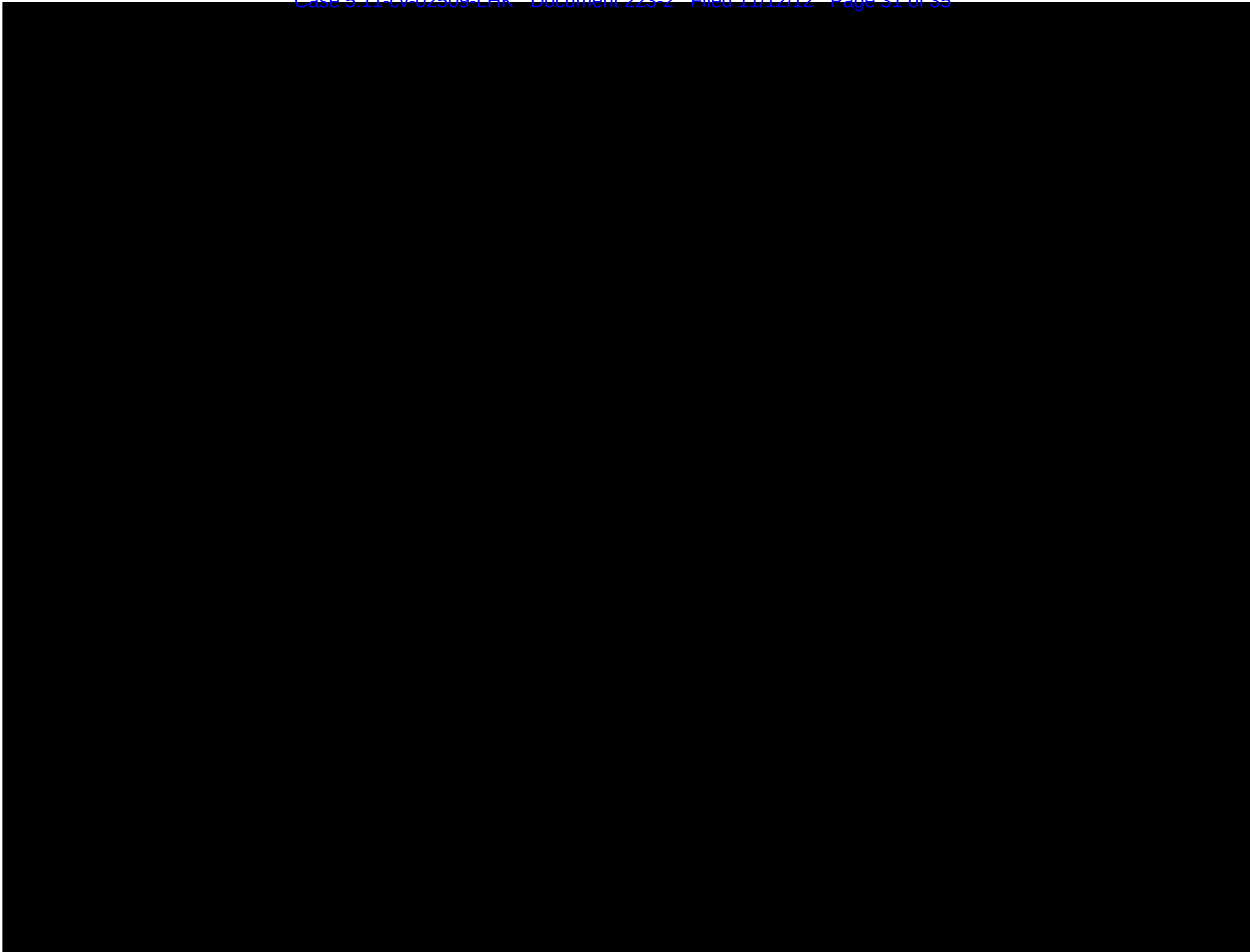
7 23. Since I have worked at Pixar, we have not had a company-wide policy for
8 responding to current employees who receive offers from other companies. Any response has
9 been subject to the discretion of each individual employee's manager in consultation with my
10 department and senior management. If an individual employee received greater compensation in
11 response to an offer from another company, it would not have affected compensation throughout
12 the company, or even within the employee's business unit, job family or salary range. Rather,
13 total compensation has been determined by analysis of market compensation, individual
14 performance, and the success of our films as described above.

15 I declare under penalty of perjury under the laws of the State of California that the
16 foregoing is true and correct and that this declaration was signed on November 12, 2012 at
17 Emeryville, California.

18
19 
20 LORI MCADAMS

EXHIBIT 1





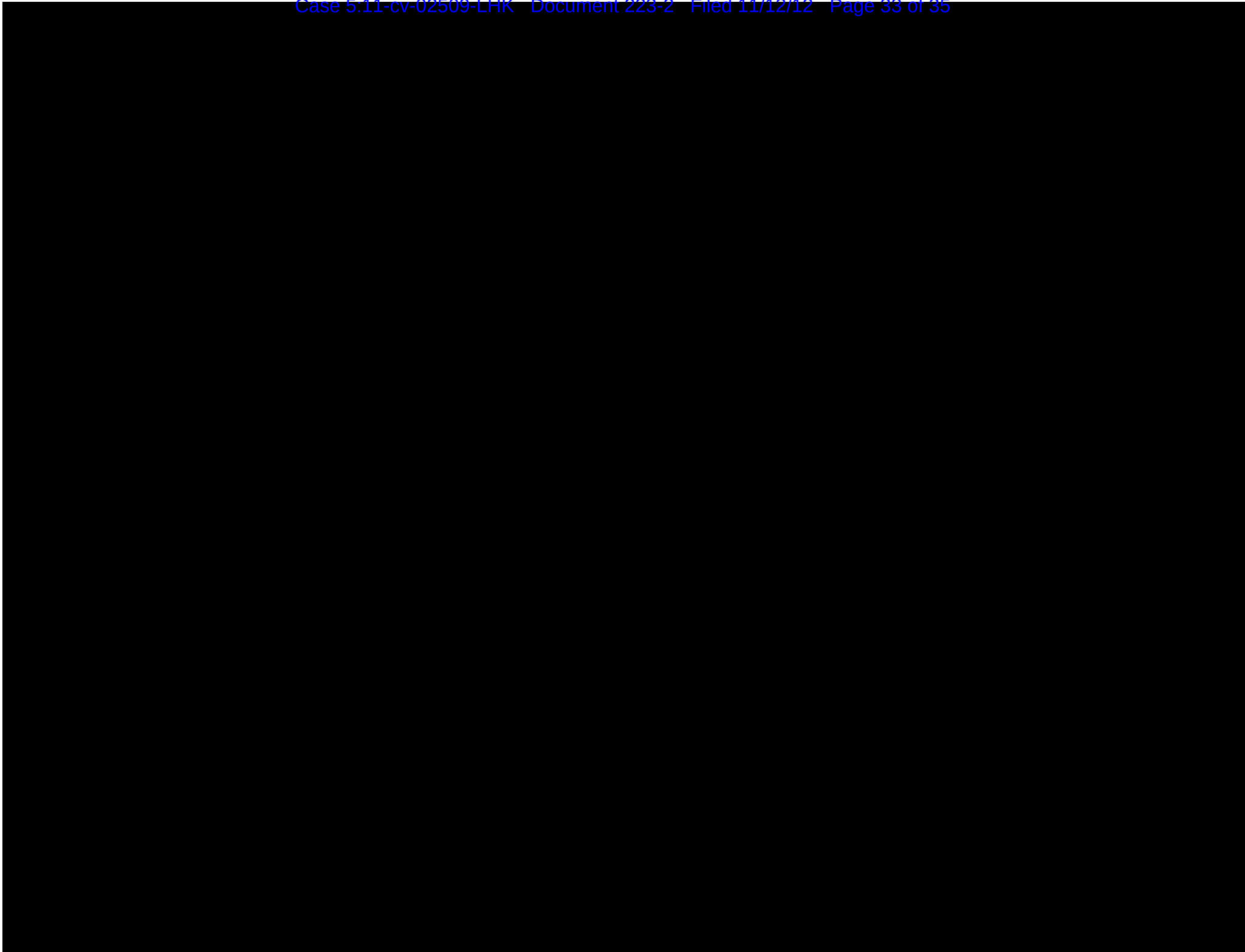


EXHIBIT 25-27
FILED UNDER SEAL